

CHAPMAN AND CUTLER

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Salt Lake City, Utah 84144
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September 28, 1998

RECORDATION NO. 21673-D FILED

SEP 28 '98

4-45 PM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 1998-H

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

(1) Memorandum of Lease Assignment (BNSF 1998-H), dated as of September 29, 1998, among First Security Bank, National Association, as Indenture Trustee (the "Indenture Trustee" or the "Assignee"), and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee" or the "Assignor").

The names and addresses of the parties to the enclosed document are as follows:

Indenture Trustee and Assignee:	First Security Bank, National Association 79 South Main Street Salt Lake City, Utah 84111
Owner Trustee and Assignor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

CHAPMAN AND CUTLER

A fee of twenty-six dollars (\$26.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Commission for recordation to:

Michael G. McGee
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 1998-H) among First Security Bank, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111 and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated as of September 29, 1998, covering certain railroad rolling stock having the reporting marks listed therein. This document relates to the Memorandum of Equipment Lease Agreement, dated as of September 29, 1998, the Memorandum of Trust Indenture and Security Agreement, dated as of September 29, 1998, the Memorandum of Trust Indenture Supplement No. 1, dated as of September 29, 1998 and the Memorandum of Lease Supplement No. 1, dated as of September 29, 1998, which were recorded with the Surface Transportation Board on September 28, 1998 at 4:45 p.m. under recordation numbers 21673, 21673A, 21673C and 21673B respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3767).

Sincerely,

CHAPMAN AND CUTLER

By Michael G. McGee
Michael G. McGee

MGM/b
Enclosure

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
5,161 Cubic Foot Covered Hopper Cars	800	BNSF _____ through BNSF _____, inclusive

MEMORANDUM OF LEASE ASSIGNMENT
(BNSF 1998-H)

SEP 28 '98

4-45 PM

Memorandum of Lease Assignment, made and entered into as of September 29, 1998, between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and First Security Bank, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The Owner Trustee and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into an Equipment Lease Agreement (BNSF 1998-H), dated as of September 1, 1998, and Lease Supplement No. 1 thereto, dated September 29, 1998, covering certain railroad rolling stock bearing reporting marks as listed on Exhibit A attached hereto.


2. Memoranda of said Equipment Lease Agreement and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on September 28, 1998 at 4:45 p.m. under recordation numbers 21673 and 21673B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1998-H), dated as of September 1, 1998, and Trust Indenture Supplement No. 1 thereto, dated September 29, 1998, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to First Security Bank, National Association, as Indenture Trustee.

4. Memoranda of said Trust Indenture and Security Agreement and of said Trust Indenture Supplement No. 1 were recorded with the Surface Transportation Board on September 28, 1998 at 4:45 p.m. under recordation numbers 21673A and 21673C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By 

Name: **Norma P. Closs**
Title: **Vice President**

Executed on this 22nd day of September, 1998.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____

Name:
Title:

Executed on this ____ day of September, 1998.

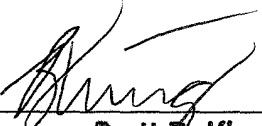
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of September, 1998.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

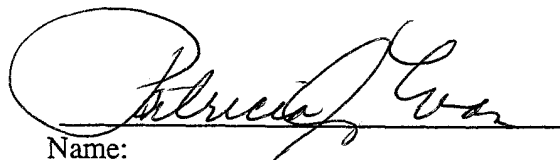
By  _____
Name: **Brett R. King**
Title: **Assistant Vice President**

Executed on this 22nd day of September, 1998.

STATE OF Delaware)
)
COUNTY OF New Castle) SS.:

On this, the 22nd day of September, 1998, before me, a Notary Public in and for said County and State, personally appeared Norma P. Closs, who being by me duly sworn, says that (s)he is the vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 22nd, 1998 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: PATRICIA A. EVANS
Notary Public
My Commission Expires NOTARY PUBLIC - DELAWARE
Residing in MY COMMISSION EXPIRES APR. 20, 1999
NEWARK DELAWARE

STATE OF _____)
)
COUNTY OF _____) SS.:

On this, the _____ day of September, 1998, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on September __, 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of September, 1998, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on September __, 1998 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

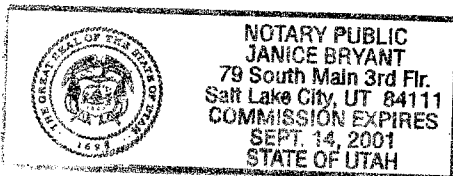
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

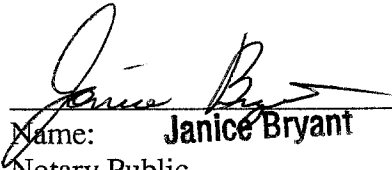
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 22nd day of September, 1998, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on September 22, 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.





Name: **Janice Bryant**
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
5,161 Cubic Foot Covered Hopper Cars	800	See Schedule attached hereto

SCHEDULE

				Number of	
Car Numbers				Cars	Cumulative
BNSF	471504	through	BNSF	471505	2
BNSF	471508	through	BNSF	---	1
BNSF	471512	through	BNSF	471513	2
BNSF	471517	through	BNSF	---	1
BNSF	471524	through	BNSF	471527	4
BNSF	471529	through	BNSF	471530	2
BNSF	471534	through	BNSF	471536	3
BNSF	471538	through	BNSF	---	1
BNSF	471543	through	BNSF	471546	4
BNSF	471555	through	BNSF	---	1
BNSF	471579	through	BNSF	---	1
BNSF	471585	through	BNSF	---	1
BNSF	471603	through	BNSF	---	1
BNSF	471605	through	BNSF	471607	3
BNSF	471613	through	BNSF	---	1
BNSF	471627	through	BNSF	---	1
BNSF	471667	through	BNSF	471668	2
BNSF	471693	through	BNSF	471699	7
BNSF	471701	through	BNSF	471703	3
BNSF	471706	through	BNSF	---	1
BNSF	471708	through	BNSF	---	1
BNSF	471710	through	BNSF	471719	10
BNSF	471721	through	BNSF	---	1
BNSF	471723	through	BNSF	471726	4
BNSF	471728	through	BNSF	471729	2
BNSF	471731	through	BNSF	471734	4
BNSF	471757	through	BNSF	471758	2
BNSF	471760	through	BNSF	---	1
BNSF	471762	through	BNSF	---	1
BNSF	471769	through	BNSF	---	1
BNSF	471778	through	BNSF	---	1
BNSF	471790	through	BNSF	---	1
BNSF	471795	through	BNSF	471796	2
BNSF	471800	through	BNSF	471802	3
BNSF	471805	through	BNSF	471817	13
BNSF	471819	through	BNSF	471830	12
BNSF	471832	through	BNSF	---	1
BNSF	471835	through	BNSF	471839	5
BNSF	471841	through	BNSF	---	1
BNSF	471843	through	BNSF	471844	2
BNSF	471846	through	BNSF	---	1
BNSF	471848	through	BNSF	---	1
BNSF	471855	through	BNSF	---	1
BNSF	471858	through	BNSF	---	1

BNSF	471892	through	BNSF	--	1	115
BNSF	471901	through	BNSF	--	1	116
BNSF	471903	through	BNSF	--	1	117
BNSF	471959	through	BNSF	--	1	118
BNSF	471961	through	BNSF	--	1	119
BNSF	471962	through	BNSF	--	1	120
BNSF	471963	through	BNSF	--	1	121
BNSF	471965	through	BNSF	--	1	122
BNSF	471966	through	BNSF	--	1	123
BNSF	471971	through	BNSF	--	1	124
BNSF	471977	through	BNSF	--	1	125
BNSF	471981	through	BNSF	471982	2	127
BNSF	471984	through	BNSF	--	1	128
BNSF	471987	through	BNSF	--	1	129
BNSF	471991	through	BNSF	471992	2	131
BNSF	471994	through	BNSF	--	1	132
BNSF	471997	through	BNSF	--	1	133
BNSF	472004	through	BNSF	--	1	134
BNSF	472011	through	BNSF	--	1	135
BNSF	472016	through	BNSF	--	1	136
BNSF	472021	through	BNSF	--	1	137
BNSF	472028	through	BNSF	472029	2	139
BNSF	472046	through	BNSF	--	1	140
BNSF	472058	through	BNSF	--	1	141
BNSF	472064	through	BNSF	472065	2	143
BNSF	472171	through	BNSF	--	1	144
BNSF	472269	through	BNSF	--	1	145
BNSF	472278	through	BNSF	472285	8	153
BNSF	472287	through	BNSF	--	1	154
BNSF	472289	through	BNSF	472292	4	158
BNSF	472305	through	BNSF	472306	2	160
BNSF	472309	through	BNSF	--	1	161
BNSF	472314	through	BNSF	472315	2	163
BNSF	472317	through	BNSF	472322	6	169
BNSF	472324	through	BNSF	--	1	170
BNSF	472326	through	BNSF	472333	8	178
BNSF	472335	through	BNSF	472337	3	181
BNSF	472339	through	BNSF	472351	13	194
BNSF	472353	through	BNSF	472354	2	196
BNSF	472357	through	BNSF	--	1	197
BNSF	472362	through	BNSF	472370	9	206
BNSF	472372	through	BNSF	--	1	207
BNSF	472374	through	BNSF	472376	3	210
BNSF	472380	through	BNSF	472381	2	212
BNSF	472383	through	BNSF	472385	3	215
BNSF	472388	through	BNSF	472389	2	217
BNSF	472503	through	BNSF	--	1	218
BNSF	472552	through	BNSF	--	1	219
BNSF	472566	through	BNSF	--	1	220
BNSF	472594	through	BNSF	--	1	221

BNSF	472604	through	BNSF	472626	23	244
BNSF	472628	through	BNSF	472637	10	254
BNSF	472639	through	BNSF	472653	15	269
BNSF	472655	through	BNSF	472657	3	272
BNSF	472773	through	BNSF	472799	27	299
BNSF	472807	through	BNSF	--	1	300
BNSF	472811	through	BNSF	--	1	301
BNSF	472815	through	BNSF	472816	2	303
BNSF	472821	through	BNSF	--	1	304
BNSF	472824	through	BNSF	--	1	305
BNSF	472826	through	BNSF	--	1	306
BNSF	472828	through	BNSF	--	1	307
BNSF	472830	through	BNSF	472837	8	315
BNSF	472840	through	BNSF	472845	6	321
BNSF	472848	through	BNSF	472850	3	324
BNSF	472852	through	BNSF	472856	5	329
BNSF	472881	through	BNSF	--	1	330
BNSF	472886	through	BNSF	--	1	331
BNSF	472901	through	BNSF	472902	2	333
BNSF	472906	through	BNSF	472907	2	335
BNSF	472910	through	BNSF	472972	63	398
BNSF	472974	through	BNSF	472981	8	406
BNSF	472983	through	BNSF	472986	4	410
BNSF	472988	through	BNSF	473045	58	468
BNSF	473047	through	BNSF	473326	280	748
BNSF	473328	through	BNSF	473329	2	750
BNSF	473332	through	BNSF	473335	4	754
BNSF	473337	through	BNSF	473338	2	756
BNSF	473340	through	BNSF	473369	30	786
BNSF	473380	through	BNSF	--	1	787
BNSF	473384	through	BNSF	473385	2	789
BNSF	473387	through	BNSF	--	1	790
BNSF	473391	through	BNSF	--	1	791
BNSF	473395	through	BNSF	473397	3	794
BNSF	473409	through	BNSF	--	1	795
BNSF	473415	through	BNSF	--	1	796
BNSF	473418	through	BNSF	--	1	797
BNSF	473424	through	BNSF	--	1	798
BNSF	473426	through	BNSF	473427	2	800

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	17	BNSF 9893 through BNSF 9908, inclusive, and BNSF 9970
General Electric Company Dash 9-44CW Diesel Electric Locomotives	6	BNSF 4862 through BNSF 4865, inclusive, BNSF 4879, and BNSF 4880